

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

2001 K STREET, NW
WASHINGTON DC 20006-1047
TELEPHONE (202) 223-7300

LLOYD K GARRISON 1946-1991,
RANDOLPH E PAUL 1946-1956,
SIMON H RIFKIND 1950 1995,
LOUIS S WEISS 1927-1950,
JOHN F WHARTON 1927-1977

WRITER'S DIRECT DIAL NUMBER

202-223-7321

WRITER'S DIRECT FACSIMILE

202-204-7393

WRITER'S DIRECT E-MAIL ADDRESS

janderson@paulweiss.com

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
TELEPHONE (212) 373 3000

UNIT 3601 OFFICE TOWER A BEIJING FORTUNE PLAZA
NO 7 DONGSANHUAN ZHONGLU CHAOYANG DISTRICT
BEIJING 100020 PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR HONG KONG CLUB BUILDING
3A CHATER ROAD CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU UK
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU TOKYO 100-0011 JAPAN
TELEPHONE (81-3) 3597-8101

TORONTO-DOMINION CENTRE
77 KING STREET WEST SUITE 3100
PO BOX 226
TORONTO ONTARIO M5K 1J3
TELEPHONE (416) 504-0520

500 DELAWARE AVENUE SUITE 200
POST OFFICE BOX 32
WILMINGTON DE 19899-0032
TELEPHONE (302) 655-4410

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J. STEVEN BAUGHMAN JONATHAN S. KANTER
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BRIAN M. JANSON* TRACEY A. ZACCONE*
JELLINE JOHNSON* TAURIE M. ZEITZER*
MEREDITH A. KANE* T ROBERT ZOCHOWSKI JR. *

*NOT AN ACTIVE MEMBER OF THE DC BAR

June 9, 2017

Via ECF and Hand

Hon. Valerie E. Caproni
United States District Judge
United States District Court for the
Southern District of New York
Thurgood Marshall U.S. Courthouse
40 Foley Square, Courtroom 443
New York, NY 10007-1312

Re: *Exxon Mobil Corp. v. Healey & Schneiderman*, 17-cv-2301-VEC

Dear Judge Caproni:

On behalf of Plaintiff Exxon Mobil Corporation (“ExxonMobil”), we respectfully request leave to file a consolidated brief of no more than 40 pages opposing the motions to dismiss filed and briefed separately by Attorneys General Eric Schneiderman and Maura Healey (the “Defendants”). ExxonMobil has conferred with the Defendants, who do not object to this application.

In its April 24, 2017 order, this Court “encourage[d] Plaintiff to file a consolidated brief” in response to the Defendants’ separately filed motions to dismiss and invited ExxonMobil to “seek leave” to submit a “consolidated responsive brief in excess of the otherwise applicable page limit.” (ECF No. 198 at 1 n.1.) Filing a consolidated opposition to both Defendants’ motions, rather than two separate briefs, will streamline the briefing, facilitate an organized discussion of the points raised in Defendants’ respective briefs, and avoid potential redundancies in addressing those issues that share a common set of facts.

PAUL, WEISS, RIKIND, WHARTON & GARRISON LLP

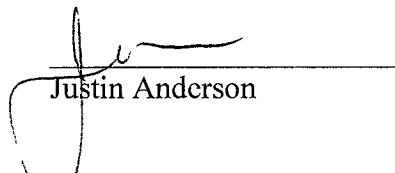
Hon. Valerie E. Caproni

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The Defendants have submitted briefs in support of their motions to dismiss that total 50 pages in length. Were ExxonMobil to file separate briefs, it too would be entitled to 50 pages of briefing, but those briefs would likely contain redundant discussions of the factual background, ripeness, and certain aspects of *Colorado River* abstention. Nevertheless, substantial portions of the Defendants' respective briefs are not redundant, including sections on preclusion, personal jurisdiction, and aspects of *Colorado River* abstention. ExxonMobil would be hard-pressed to address all the issues presented in both briefs within the otherwise applicable limit of 25 pages. We therefore request an enlargement of 15 pages so that all issues raised by the Defendants can be adequately addressed in a single brief of no more than 40 pages, which is 10 pages fewer than the combined total of the Defendants' briefing.

For the foregoing reasons, ExxonMobil respectfully requests that it be allowed to respond to the Defendants' respective motions to dismiss in a single consolidated brief of no more than 40 pages.

Respectfully submitted,



Justin Anderson

cc: All Counsel of Record (via ECF)